



Annual Report 2010



MANEKIN



The Bainbridge Development Corporation (BDC) was created by the Maryland General Assembly in 1999 to plan, initiate and oversee the activities necessary to convert the approximately 1,200 acre site (formerly the U.S. Bainbridge Naval Training Center) into re-use opportunities which would maximize the economic contribution from the re-development. The Board of Directors is comprised of 9 voting and 6 non-voting (ex-officio) members including representation from the Town of Port Deposit, Cecil County Commissioners, State of Maryland, Economic Development Organizations, and citizens in Cecil County.

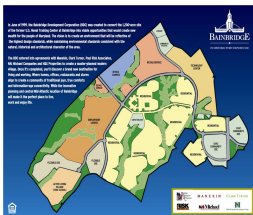
Development Vision

Create a community comprised of a unified residential, recreational and working environment that is reflective of the highest design and socially interactive, while maintaining the physical environment standards which are consistent with the natural, historical and architectural character of the area.

Vision Goals

- Plan for a mixed-use development that is flexible and adaptable to changing market demands over time;
- Maintain strong compatibility and reconnect the site with the Town of Port Deposit;
- Recognize the importance of preservation criteria, issues and influences on the area;
- Maximize the resources of the Federal, State and Local Governments;
- Remain a good neighbor to the surrounding community;
- Ensure the community is environmentally sound;
- Ensure the community is economically viable and self-sustaining;
- Create a tax base that contributes positively to those public services required by the community; and
- Create meaningful career oriented employment.

Development Guidelines



State of the art employment center comprised of high usage, clean, quiet and light industrial with supporting commercial enterprises.

Diverse housing styles using the highest design and construction standards. An open space and recreation plan which seeks to preserve and capitalize on the natural terrain and vegetation features of the site, providing both active and passive recreational

facilities for residents of the Town of Port Deposit and Cecil County.

Additional development guidelines as outlined in the BDC Master Development Agreement dated January 2004.

Table of Contents

EXECUTIVE SUMMARY	4
INTRODUCTION	8
Past History	8
BDC's Early Years	10
More Recent Years	12
CURRENT REPORTING PERIOD (July 2009- June 2010)	14
Infrastructure	16
Site Development	18
Environmental	20
Tome School	21
MANAGEMENT AND ADMINISTRATION	22
Mission	22
Board of Directors	22
Advisory Board	23
Personnel and Operations	24
Financial Report	24
GOALS AND CHALLENGES FOR UPCOMING YEAR	26
ACKNOWLEDGEMENTS	26
List of Acronyms	27
Executive Committee Members	28

EXECUTIVE SUMMARY



Donna Tapley, Executive Director

The former NTC, comprised of 1,185 acres, closed in 1976 and today remains undeveloped and vacant. The Cecil County economy has been greatly impacted by the closure of the NTC. The population in Port Deposit and Bainbridge had an average population of about 36,000. Within four years of closure, the population was reduced to a mere 1,200 which today is less than 700. Due to its strategic location, the State and County determined this property key in managing growth without negatively affecting the rural character of the County. As a result, in 1999 the Bainbridge Development Corporation (BDC) was created as a public instrumentality of the State to assume ownership of the NTC and to govern the redevelopment process. The vision of the local community remains today which is that the combination of location, recreation, the Susquehanna River, historic Port Deposit and the concept of being able to live, play, shop and work in the same community would attract businesses to the area.

The Cecil County Commissioners, the Town of Port Deposit and the State of Maryland through the efforts of MEDCO, determined the most economically viable use was a mixed-use village concept. This project provides the least impact to surrounding homes and properties. It is a balanced and rational method of accommodating growth, providing housing, schools and shops close to new jobs.

The BDC took the approach of private investment with an equity partner interest. In 2004, the BDC entered into a development agreement with MTPM. To date, MTPM has completed the design phase of the project, obtained approval of the general development plan, completed the planning and permitting process for the first phase of development, and made considerable progress with infrastructure plans. MTPM in agreement with the Town of Port Deposit and the BDC, created a Water and Sewer Authority to build a new wastewater treatment plant and expand the water treatment plant. The intent was to correct the failing public services to the residents of Port Deposit and provide water and sewer capacity to Bainbridge. After considerable expense the developer determined that building the designed WWTP was not economically feasible and therefore halted efforts.

Further complicating the situation, contaminants have been identified in the first phase of development requiring remediation. The level and extent of contamination is unknown, therefore, requiring a site-wide environmental assessment. Through the efforts of the Maryland Department of the Environment, the BDC anticipates the U.S. Environmental Protection Agency to manage a \$700,000 stimulus funded Targeted Brownfields Assessment (TBA) project to conduct the site-wide assessment. Upon completion of the assessment, a response action plan (cleanup plan) must be developed and implemented. The project is stalled without infrastructure and an environmental path forward. MTPM is ready to start construction on the first phase once these hurdles are removed. Key project needs are;

1. Financing for the construction of the first phase of a sewer line from the existing Port Deposit WWTP to the main entrance at Bainbridge (this is a shovel ready project)
2. Design and financing of a sewer line from Bainbridge to Seneca Point
3. Initiation and completion of the EPA funded environmental assessment
4. Development of an environmental cleanup plan
5. Remediation
6. Planning and permitting assistance

In December 2009 the Cecil County Board of Commissioners submitted an application for funding of approximately \$13M through Fiscal Year 2011 federal appropriation in support of the Port Deposit/Seneca Point Wastewater Line. The Port Deposit/Seneca Point Wastewater Line is a **critical infrastructure project** to the Bainbridge Development Corporation, the Town of Port Deposit, Cecil County and the State of Maryland. The installation and benefits of this wastewater line is the basis for:

- redeveloping the former Bainbridge Naval Training Center,
- stabilizing and improving the public health and welfare of the Town of Port Deposit,
- reducing sprawl within Cecil County and focusing its economic development in the County's growth corridor thereby preserving its agricultural community and rural character, and,
- decommissioning an outdated unacceptable wastewater treatment plant located right on the banks of the Susquehanna River, thereby improving the water quality of the Susquehanna River and ultimately the Chesapeake Bay Watershed

The benefits ;

- 4,950 jobs
- \$17M in income tax revenue
- \$36M in real property and sales tax revenue
- \$429M in measurable economic activity!

Hazardous substances, pollutants or contaminants were discovered on the Premises during sampling work performed on a portion of the Premises as part of the Maryland Voluntary Cleanup Program ("VCP"). In May, 2009, the Maryland Department of the Environment ("MDE") required "a comprehensive assessment of the Premises to help determine the degree of remediation that will be needed to achieve the stated residential and commercial redevelopment objectives that formed the basis for the property's transfer from the U.S. Department of the Navy ("Navy") to the State of Maryland in 2000."

The TBA being conducted by EPA at the Property is being done at the request of MDE for the purpose of the TBA is to fully delineate the scope and extent of contamination on the parcel entered into the Voluntary Clean up Program (VCP). Under the Quitclaim Deed between the Navy and BDC dated February 11, 2000, ("the Deed") the Navy bears the responsibility to assess, inspect, investigate, study and remove or remediate the release or threatened release of hazardous substances, pollutants or contaminants from or on the Property. Even though this responsibility is ultimately the Navy's, BDC, EPA and MDE are proceeding with the TBA to take advantage of the available stimulus funds and expedite redevelopment plans at the Bainbridge Property.

To date; overall Sampling as part of the Phase II ESA, site-wide grid soil sampling was performed on a 4-acre grid pattern across the entire 1185 acre property, with the exception of the Residential Phase 1A area which consisted of a 1-acre grid pattern, and the Old Base Landfill, Rubble Landfill, and the Old Base Hospital where no sampling was performed. In addition, soil sampling was performed at 14 Areas of Concern (AOCs) located within Development Priority Areas 1, 2, and 3; these development priority areas were designated by BDC as the highest priority areas at the Site based on the approved general development plan. Both surface and subsurface sampling were conducted specifically within these designated areas. Currently, it is not known what actions MDE and EPA may require to be taken at the property.

EPA's Final Report is expected by the end of October 2010 and if a clean-up plan is required, a proposed Response Action Plan (RAP) must be submitted to MDE for approval.

Soil and Groundwater Clean-up Standards provides users with Human Health Risk Based standards for use in screening properties that have been tested for controlled hazardous substances. If the plan is implemented to the satisfaction of MDE and the clean-up criteria are achieved, the participant will receive a Certificate of Completion. This certificate will enable the BDC and MTPM to move forward with redevelopment of Bainbridge.

BDC and Paul Risk Associates, Inc. ("PRA") are parties to the Tome School Stabilization and Option Agreement dated November 1, 2005 (the "TSSA"). In October 2009 PRA exercised its right to terminate the TSSA under Section 21.1(e), 16.2, and 14.3—*"Developers minimum requirements in respect of options area. At a minimum, of fulfilling the Master Development Agreement obligations Developer shall be required to design and provide Utility connections and other Public Improvements in the nature of roadways, pathways, and the like to the boundary of each of the Option areas so that Utilities and other Public Improvements can be provided within the Options are by Risk, as part of its development of the Option areas"*, and has requested that BDC repay PRA's stabilization payments.

The BDC and PRA are in continued negotiations and believe they will reach an amicable decision by the middle of October 2010.

FY 2009-2010 proved to be extremely difficult to maintain the condition of the buildings due to continued burglary and vandalism on property. With the withdrawal of PRA from the TSSA the BDC, on it's own and with no other support, continues to monitor and secure the Tome School buildings. The BDC will continue to work in keeping the historical integrity of the Historic Tome School for Boys and the Snow Hill Archeological site in partnership with the Maryland Historic Trust (MHT) until future funds can be obtain, the environmental conditions are cleared, and the water and wastewater infrastructure is in place, and the BDC can market the property for a new Partner in the restoration and redevelopment of this Historic Property.

Path forward: *obtain County, State and/or federal assistance necessary to build initial improvements, complete a site-wide environmental assessment and implement an agreed upon response action plan with State and federal resources.*

The Historic Tome School for Boys
Overlooking the Susquehanna River



Introduction

The Bainbridge Development Corporation (BDC) was created by the Maryland General Assembly in 1999 to plan, initiate and oversee the activities necessary to convert the approximately 1,200 acre site (formerly the U.S. Bainbridge Naval Training Center) into re-use opportunities which would maximize the economic contribution from re-development.

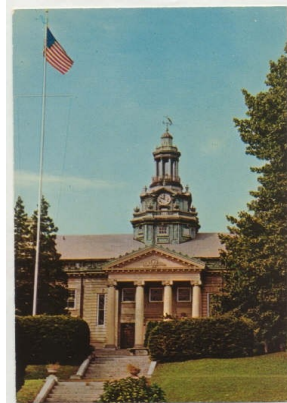
Past History



The former Naval Training Center Bainbridge, comprising roughly 1,200 acres, is located to the east of historic Port Deposit and is elevated on a bluff approximately 200 feet above the Town, overlooking the Susquehanna River. The site includes the former Tome School, a private preparatory boarding academy for boys during the early 1900s. The monumental scale of the granite structures, symmetrical facades and elaborate ornamentation make these historic structures architecturally significant. All of the buildings were named after American Presidents except for Memorial Hall which was named after the founder Jacob Tome. During the years that the school was open, 1901-1942, over 3,000 boys were educated including a number of famous Americans.

The Navy subsequently purchased the property, opening the Bainbridge Naval Training Center in 1942. It was used extensively during World War II as an East Coast training center for U.S. Navy recruits. At its peak, more than 50,000 Navy and civilian personnel were based at Bainbridge.

The center was de-commissioned in 1947 but served as the Naval Academy Preparatory School (NAPS) (utilizing the Historic Tome School Campus) until 1949.



Bainbridge was reactivated in 1951 because of the Korean War and the preparatory school returned to Maryland.

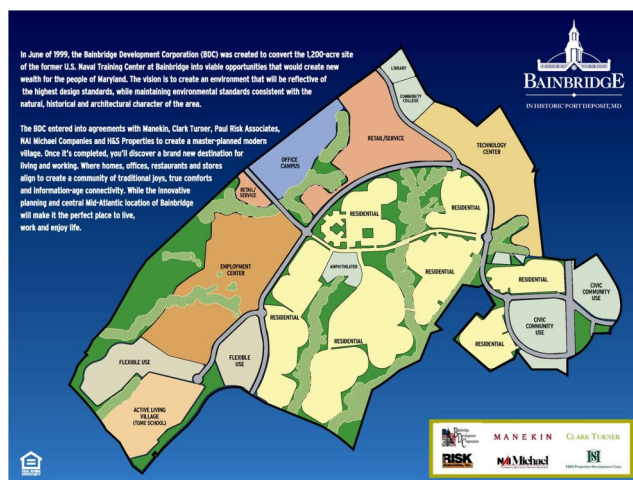
After 1957, use of the site by the Navy gradually decreased. In August 1974, NAPS returned to its permanent home in Newport, RI.

By 1973-1975, much of the site was declared as surplus property and by 1976 the entire center had been vacated by the Navy.

After that time and until 1992, two Job Corps Training Centers occupied the property under contract to the U.S. Department of Labor, operating primarily out of the Tome School buildings.

Over the years, numerous studies of the Bainbridge properties have been completed as part of the U.S. Government's disposition process. Those studies (including major efforts in 1975, 1982, 1991 and 2000) have considered many reuse options in keeping with the then current competitive standing of the County and the site in the marketplace.

These studies concluded that the most-economically viable end-use of Bainbridge was redevelopment into mixed-use community.



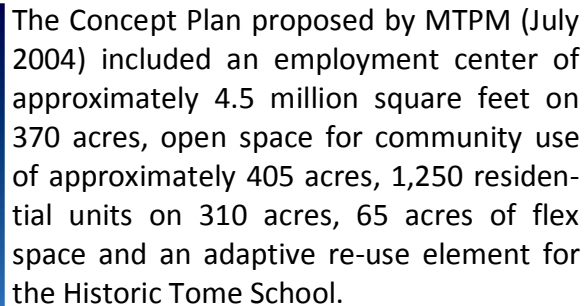
BDC'S EARLY YEARS

In FY2000, the Board of Directors (Board) was appointed, and financial and in-kind support was provided by the Department of Business and Economic Development (DBED), the County and the Town. Initially the Board focused on acquiring the property from the U.S. Department of the Navy (following extensive cleanup of the property) and finding an equity partner.

In July 2000, the Board executed a Memorandum of Agreement with Lowe Enterprises Community Development. The purpose of this agreement was to prepare a re-development plan for the Bainbridge site, with an eye towards creating a full development contract. A market feasibility analysis completed November 2000 by Lipman Frizzell & Mitchell determined a solid market for a mixed use Planned Unit Development with supporting amenities. The **'attraction of first class development partners and timely delivery of infrastructure'** were identified as being critical to the success of the redevelopment. After two years of effort, Lowe Enterprises withdrew from the project due to lack of a viable water/waste water treatment plan.

DBED's Governor's Office of Business Advocacy and Small Business Assistance joined the effort to develop an infrastructure plan for water/waste water treatment acceptable to all parties.

Simultaneously the Board entered into an exclusivity agreement with a partnership formed between Manekin, Clark Turner Companies, H&S Properties and NAI Michael Companies (MTPM, LLC) which consummated a development agreement in January 2004. Prior to the execution of the development agreement with MTPM, the recommended approach for the infrastructure was to repair/rebuild the Town's existing systems which, once completed, would service the Bainbridge site – costs were estimated at \$22million. Based on the estimated cost for the Water/Waste Water (W/WW) infrastructure, an initial Concept Plan for redevelopment indicated the residential component would require at least 2,000 units to support the infrastructure required. The notion of 2,000 residential dwellings on Bainbridge engaged the public interest with demands on the BDC to seek a plan that would include a larger commitment to open space and the employment center component.



gotiating continued from 2002 to 2005 on developing a feasible solution to improve the W/WW infrastructure in the Town and providing W/WW infrastructure for the redevelopment of Bainbridge. In 2005, the Town and MTPM formed the Port Deposit Water and Sewer Authority which took over operations of the Town's existing water and sewer systems, identified areas for improvement to expand capacities and control costs, and completed more than 50% of the design elements of the new waste water treatment plant.

- making improvements to the existing water and waste water treatments plants in the Town to increase capacity sufficient for initial redevelopment at Bainbridge;
- obtaining approval on the general development plan;
- designing the first residential and commercial phases and navigating the permitting processes;
- designing a new 1 Million Gallon Per Day Waste Water Treatment Plant (WWTP) in the Town;
- designing a pedestrian trail system throughout the site with connection to the Town;
- assisting the Town with improvements to the existing water and waste water treatment facilities;
- initiating environmental studies and applying to Maryland's Voluntary Clean Up Program (VCP);
- preparing for turnover of the sanitary landfill from the Department of the Navy including an investigation of slope stability; replacement of all gas vents on the landfill and installation of new monitoring wells around the landfill's perimeter

MORE RECENT YEARS, CONT

- executing an agreement for the stabilization of the Historic Tome School campus; stabilization services commenced
- adopting a formal budget process;
- creating a partnership with Cecil College and the University of Maryland to provide four year degree programs in math, science and engineering at the Bainbridge Campus; *the concept plan for the Cecil College Bainbridge Campus was approved;*
- developing homeowner's association corporate documents in expectation of construction of the first residential phase and commercial phase;
- community outreach which provided financial assistance;
 - to the Water Witch Fire Company to purchase a ladder truck,
 - to the Town's Police Department to augment their policing capabilities,
 - use of the property to Delmarva Power as a hurricane staging area,
 - donation of firewood to the Rising Sun VFW to help support *widows in need* to heat their homes in the winter months;
- securing an initial commercial tenant, *which proved unfruitful;*
- marketing the Bainbridge project to support the relocation of jobs to APG and the surrounding areas;
- initiating discussions with YMCA to develop a community recreational facility at Bainbridge;
- forming standing committees to support the operations of the BDC including Nominating, Finance, Executive, and Strategic Committees;
- promoting open communications in the community with monthly Public Meetings and the development and maintenance of company website www.bainbridgedev.org;

- submitted an application to fund a Sewer Interceptor;
- submitted application to EPA's Targeted Brownfield Assessment Program (TBA) and approved in December 2009
- submitted application to the Cecil County's Revolving Loan Fund (RLF) in June 2009, no response to date;
- entered into a selective timber harvest as a revenue source;
- Vendor contract changes negotiated for operational cost saving
- Renegotiating the Master Development Agreement to ensure movement to redevelopment;
- Continued efforts to secure the Historic "Tome School for Boys" Property;



"Memorial Hall"
today, as it sits on the Historic property

Current Reporting Period (July 2009- June 2010)

In preceding fiscal years, the Board of Directors (Board) met with the development team partners of MTPM to communicate its concern regarding the progress of development and the impact on other interested parties (Town of Port Deposit, Cecil College, Paul Risk Associates (PRA), YMCA). With an eye towards best positioning Bainbridge, the Board has identified those critical issues which would permit the Bainbridge project to recommence at the earliest possible moment. The Board is discussing with MTPM, as well as the Town, EPA, MDE, DBED, the County, PRA and other interested parties to resolve these issues.

December 2009 the Bainbridge Property was accepted into the Target Brownfields Program. A Targeted Brownfields Assessment (TBA) is an assessment conducted by EPA, states, and municipalities, using Federal EPA funding, to determine, in most cases, the nature and extent of environmental contamination at a Brownfields site. TBAs can be studies to determine the past and current owners of a site, as well as a detailed environmental sampling investigation of a site to determine the extent a property may be contaminated from past industrial practices. The purpose of a TBA is to assist states, municipalities and nonprofit organizations in redeveloping contaminated properties in their communities. A TBA will minimize the uncertainty surrounding the actual or perceived contamination associated with a property. Some state environmental agencies refer to TBAs as State Superfund Assessments (SSAs). For the purposes of this report from a definitional standpoint, TBA will refer to studies performed and managed by EPA at the request of a state, municipality, or nonprofit using Federal funding. SSAs will be defined as TBAs performed and managed by the states using dedicated Federal Brownfields funding. The real difference between TBAs and SSAs, is that EPA actually directs the implementation of a TBA, while the states, municipalities, or nonprofits, direct the SSAs. In all cases, Federal funding is used for the studies.

The Bainbridge Development Corporation (BDC), US Environmental Protection Agency (EPA), and the Maryland Department of the Environment (MDE) held their first TBA planning meeting on **January 5, 2010**.

Unfortunately, PRA notified the BDC that they will be **terminating** the TSSA and have requested reimbursement for stabilization payments in the amount of \$1,026,472.41, due to the ***lack of progress with infrastructure***. This is another significant loss to the redevelopment of Bainbridge. PRA offered Cecil County an opportunity for it's senior population a home to live their life to the fullest with their vision of building a Continuing Care Retirement Community along with a 55+ Active Community. PRA's development plan allowed for a seamless integration of all the amenities that Bainbridge would offer to all the residents of our new community as well as the Town of Port Deposit.

To support the operations of the BDC, the BDC entered into a selective timber harvest. The selective harvest is also intended to strengthen and keep the forest healthy allowing the Bainbridge Community the benefit of trails and parks to enjoy an active lifestyle while walking through history.

As part of its mission, the BDC and its development partners strive to support the local community through a variety of approaches. A few of the memorable contributions include; The BDC and MTPM continue to advertise the Bainbridge Community in the BRAC Relocation Guide, Approximately 20 tours and presentations were provided to various organizations during the fiscal year, to name a few – Cecil Leadership, Cecil County Public Works, Cecil College; Port Deposit representatives; Tome Alumni, NTC Alumni, Maryland Department's of the Environment and Planning; the Navy; Bainbridge veterans and their families, Out of State Businesses looking to re-locate to Cecil County. Through an agreement with the Maryland Department of Natural Resources (DNR) the BDC made the Bainbridge property available for recreational purposes of wildlife management and deer hunting, bow only. September 15, 2009 and January 30, 2010, (4) Antlered deer, (77) Female deer, and (8) Button Bucks were harvested for a total of 89 deer.



The Board of Directors participated in Cecil Night in Annapolis; Carl Roberts—Chair, Norman Gaither—Vice Chair, Donna Tapley—Executive Director.

Infrastructure

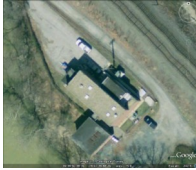
Under the MDA, MTPM is responsible for the infrastructure necessary to develop Bainbridge, including the delivery of water and waste water treatment facilities to service both the Town and Bainbridge. The Port Deposit Water and Sewer Authority (PDWSA) were created to satisfy the water and waste water obligation. MTPM has withdrawn from the PDWSA, and the Town has been left with no operator for its existing facilities and no clear path as to how water and waste water will be provided to Bainbridge. The Town entered into short-term agreements with Cecil County's Department of Public Works (DPW) to operate the waste water facility and Artesian for the water treatment facility. The Town has also been working on long term solutions for infrastructure which would benefit not only existing users but also the build-out of Bainbridge. The redevelopment of Bainbridge is dependent upon the resolution of the infrastructure issues. Efforts to assist the Town and MTPM with providing sufficient capacity for the redevelopment of Bainbridge, the BDC submitted an application to MDE's Water Quality Financing Program to fund a Water Booster Pumping Station and Transmission Main. **This project, however, was not funded.**

Wastewater Treatment Plant



January 2010 The county commissioners voted 3-2 to approve acquisition of the Port Deposit sewage treatment plant. The vote ended months of speculation over whether the county would take over the sewage treatment plant that the county has maintained on an interim basis since last April after the Port Deposit Water and Sewer Authority fell behind on payment to the Maryland Environmental Services. By approving the acquisition, the commissioners also agreed to run a pipeline from the sewage plant to the county's sewage treatment plant at Seneca Point near Charlestown before eventually closing the Port Deposit facility. According to county officials, that \$13.1 million project will require eight miles of pipe and two pumping stations and take about two years to complete. County officials have said the project would increase Port Deposit's sewer capacity and advance the redevelopment of the Bainbridge Naval Training Center. While the commissioners approved the plan for the waste treatment pipeline from Port Deposit to Seneca Point, funding still must be acquired to make that pipeline a reality.

Water Treatment Plant



June 2010 The county commissioners voted 4-1 to grant Artesian Water Maryland the exclusive right to provide water service to Port Deposit for the next 50 years. The deal, which takes effect July 1, allows Artesian to design, build, operate and maintain the water system that serves Port Deposit until Dec. 31, 2060. The service area as defined in the approved agreement includes all land within the future growth area depicted in the town's 2009 comprehensive plan.

The county's agreement with Artesian is separate from the town's franchise agreement with Artesian that was granted April 27, but it mirrors the language in the town agreement.

Artesian has been operating Port Deposit's water plant, at the town's request, since April 2009. That is about the same time the county began operating Port Deposit's sewage treatment plant, also at the town's request. Port Deposit ran into trouble in December of 2008 when it discovered the town's Water & Sewer Authority stopped making payments to plant operators Maryland Environmental Services. The town quickly dissolved the Water & Sewer Authority and at the same time, contracted with Artesian and Cecil County to take over operation of their water and wastewater facilities.

Earlier this year, Port Deposit's elected officials also approved the sale of the town's water treatment plan to Artesian for \$1.05 million up front and up to \$2.7 million in additional payments for the first 4,545 homes that hook up to the water system.

The next step is to seek approvals from the Maryland Public Service Commission, Maryland Department of Environment and the Susquehanna River Basin.

Artesian would upgrade the water plant and make sure it has the ability to serve the redevelopment of Bainbridge.

Overview of the Redevelopment Plan



Redevelop the 1,185 acre site into a mixed use Leadership in Energy and Environmental Design (LEED) certified community combining residential and commercial uses with recreation, civic and public uses. A master-planned modern village right off I-95 in the heart of the East Coast located between Baltimore and Philadelphia providing a unique variety of residential product for a minimum of 1,250 households, commercial opportunities utilizing a wide array of transportation modes on 300+ acres, a pedestrian friendly environmentally conscious community geared toward families, recreational amenities capitalizing on the 'stone's throw' from the Susquehanna River including hiking and biking trails, ball fields, swimming, a community center for senior and youth programs, a river club, educational facilities consisting of public schools, library and four year academic institution, shopping, retail and to top it off, a continuous care retirement community in the restored Historic Tome School Campus, accommodating multiple styles of 1,000 senior units.

"A SELF-SUSTAINING COMMUNITY"



Bainbridge is the destination where it all comes together. Location, accessibility, rural characteristic, historic town charm, overlooking the Susquehanna River with convenient access to water sport activities and boating, located on

the northern most tip of the Captain John Smith Chesapeake National Historic Water Trail.





Project Advantages (at full build out):

- Revitalize the Town of Port Deposit
- **Promote Job Growth (estimated 4,950 jobs)** - Provide Higher Quality, Higher Paying Jobs (*estimated \$17M in income tax*)
- **Promote Economic Opportunities** (minimum of 2.5 million square feet of commercial space) (*estimated \$36.3M in property and sales tax revenue*)
- **Preserve Valuable Open Space and Farmland** in Cecil County
- Decommission the existing antiquated waste water treatment plant in Port Deposit
- **Improve the Water Quality of the Susquehanna River – Improve the Public Health and Welfare of the Town of Port Deposit**
- Provide senior and youth programs in an area devoid of such opportunities
- Improve the Socio-Economic Climate of Cecil County
- **Restoration of Nationally Recognized Historic Structures: The Jacob Tome School for Boys**
- Provides close to 100 acres for Civic Uses (School, College, Library, etc)
- **Provide more than 300 Hundred Acres of Open Space for Recreational Uses and Environmental Conservation**
- **Conservation** - develop a pedestrian friendly residential community, lessening the transportation burden and thereby improving Air Quality in Cecil County



Overview of the Environmental

2008-2009, the BDC and MPTM, discovered some areas of concern on parts of the property, including an area marked for the first phase of residential redevelopment.

We had 32 areas of concern, of which 14 areas were part of areas designated for redevelopment. As a result of those concerns, MTPM asked the state to place them into a voluntary cleanup program, which means state environmental officials must sign off before the property is ruled to be safe.



The U.S. Environmental Protection Agency conducted soil testing of the site, taking samples from each of the four acre grid points of the 1185 acres. Sampling started in February 2010 from areas that are planned for residential and commercial development.

Initial test results from those samples are expected by mid-August. Final testing is expected to be completed by the end of July and the final report is due late October 2010.

The soil testing is part of a voluntary environmental cleanup project a partnership that the BDC and MTPM is conducting to meet standards set by Maryland's Department of the Environment and the test would determine which parcels, if any, need remediation.

NTCB-TBA Project Team:

USEPA	Drew Lausch	Region III Project Officer
BDC	Donna Tapley	Executive Director
MDE	Jim Carroll	Program Admin., Environ. Restoration and Redevelopment
	Gary Schold	Project Manager, Land Restoration Program/Voluntary Cleanup
	Mark Mank	Risk Manager
ARGO	Dick Roop	Project Director
	Derek Arnold	Environmental Engineer
EA	Dave Straume	Science & Technology Technical Project Manager
	Caron Mierczak	Engineer II/III

The Historic Tome School for Boys

Historical Pictures of the Tome School and Memorial Hall today



Memorial Hall 2010



The Tome School for Boys possesses significance in national architectural, educational, and military history covering the period 1900 to 1974. The architectural significance of the school centers on the site plan and Beaux-Arts-influenced Georgian Revival style of the buildings designed by the firm of Boring and Tilton in 1900. This firm had just received international recognition, winning the Gold Medal of the Paris Exposition of 1900 for its design of the U.S. Immigration Station, Ellis Island, New York. The architecture of Tome School embodies the distinctive characteristics of the Beaux-Arts movement which flourished from about 1890 to 1930. The monumental scale of the buildings, their symmetrical facades, the elaborate ornamentation derived from English Renaissance and American Colonial Revival sources, and the axial site plan are the main elements of the movement present in the Tome School. The School is significant in national educational history for its association with James Cameron Mackenzie, the planner of both the Tome School and the Lawrenceville School in New Jersey.

The school property and buildings were designated a National Historic District in 1984.

The BDC continues to face many challenges to secure and maintain this historic property from deterioration and vandalism.

MANAGEMENT AND ADMINISTRATION

Mission

To develop and implement a dynamic sustainable plan for the former Bainbridge Naval Training Center which accelerates the transfer of facilities and sites into productive use in the public and/or private sector and to cooperate with the governing bodies of Cecil County in maximizing new economic opportunities for the citizens of Port Deposit, Cecil County and the State of Maryland.

Board of Directors

The BDC, a “body politic and corporate and an instrumentality of the State [of Maryland]” is governed by a 15 member Board.

The Board of Directors consists of **9 voting** and **6 non-voting members**. The nine members appointed by the Cecil County Commissioners consist of two members recommended by the Mayor and Town Council of Port Deposit; two members recommended by the State Legislative Delegation of Cecil County; the Director of the Cecil County Department of Economic Development and four at-large members. The six non-voting (ex-officio) members consist of the Secretary or the Secretary’s designee of the Departments of Business and Economic Development and General Services, the Executive Director of the Maryland Economic Development Corporation, the Director of the Maryland Historical Trust, the President of the Board of Cecil County Commissioners and the Mayor of the Town of Port Deposit.

<u>BDC Chair</u>	<u>BDC Vice Chair</u>	<u>BDC Treasurer</u>
Carl Roberts, PhD.	Norman Gaither	William Harrington
Cynthia Rossetti*	Vernon Thompson	Bob Gell, PhD.
Joseph Brant	Jim Reynolds	Nelson Bolender*
Robert Brennan MEDCO	Jerry Grebs DGS	Kerry Abrams Mayor, Port Deposit
Michael Day MHT	Dominick Murray Deputy Secretary, DBED	Brian Lockhart County Commissioner

* April 2010 Director Nelson Bolender replaced Chair Carl Roberts, when Chair Roberts announce his run for Cecil County Commissioner and withdrew his position. *Cynthia Rossetti was appointed Assistant Treasurer to replace Nelson Bolender.

On October 19, 2009 at our Annual Meeting of the Board of Directors, the Nominating Committee recommended and the Directors elected Carl Roberts, PhD as Chair, Norman Gaither as Vice Chair, William Harrington as Treasurer, Nelson Bolder as Assistant Treasurer and Donna Tapley as Secretary.

The Board met on the following dates, generally for four hours, including both Executive Sessions and Open Meetings.

July 20, 2009	January 11, 2010
*August 2009	*February 16, 2010
September 21, 2009	March 15, 2010
October 19, 2009	April 19, 2010
November 16, 2009	*May 17, 2010
*December 2009	June 21, 2010

*Both Meetings Cancelled

*Public Meeting Cancelled, update provided

Advisory Board

The Bainbridge Development Advisory Board gives advice and counsel to the Board of Directors as requested from time to time. The Advisory Board consists of a representative of the Cecil County Commissioners, the State Legislative Delegation of Cecil County, and a representative of the Mayor of Port Deposit, a representative of the Town Council of Port Deposit, the President of Cecil College, the Superintendent of Cecil County Public Schools, and the Coordinator of the Lower Susquehanna Heritage Greenway (LSHG).

FY 2009-2010, the members of the Advisory Board:

Delegate Michael D. Smigiel Sr.	Delegate Daniel Riley
Delegate Mary Roe Walkup	Senator Nancy Jacobs
Delegate Richard Sossi	John Leeds, Representative from Port Town Council
Senator E.J. Pipkin	Dr. Stephen Pannill, President of Cecil College
Delegate Mary-Dulany James	Henry Shaffer, Superintendent of Cecil County Public Schools
Delegate David Rudolph	Mary Ann Lisanti, Executive Director of the LSHG

PERSONNEL AND OPERATIONS

The BDC has one full-time and one part-time position. The administrative position performs all administrative matters directed by the Executive Director. The Executive Director is responsible for the day to day operations of the BDC and is the BDC's Corporate Secretary. The BDC's legal counsel is provided through an inter-agency agreement with the DBED utilizing Assistant Attorney General David Rawle as general counsel and Colleen Lamont on environmental related matters. The BDC uses the professional services of an environmental consultant, accounting firm and property maintenance firm to perform additional and necessary requirements and functions.

FINANCIAL REPORT

The BDC's beginning fund balance totaled **\$107,414.00** with revenues of \$297,376.00. The expenditures for the year were **\$367,433.00** leaving an ending balance of **\$37,357.00**.

Copies of the Audited Financial Statements have been included as an attachment to this report. These statements reflect the detailed financial activities of the BDC and its Management Discussion and Analysis. The financial statements received an **unqualified "clean" opinion** from T. Jess Crouch & Associates who performed the audit.

The BDC anticipated revenues from MTPM through the MDA from land transfers. The MDA contemplated this revenue to begin as early as calendar year 2007 when MTPM communicated it would take down the first parcel (87 acres) for residential development. The first payment was expected to be approximately \$1,030,000. Thereafter, additional land transfers were anticipated every three to five years as commercial and residential phases were developed. MTPM, however, has not yet taken down any land and is not clear when the first parcel will be taken down. As a result, the BDC has reviewed its operating practices in an effort to reduce costs and is working on alternative revenue sources as well as modifying the MDA to include supplemental funding until the construction phase of the project commences.

BAINBRIDGE DEVELOPMENT CORPORATION				
Historical Financial Comparison				
	Actual	Actual	Actual	Actual
	2005-06	2006-07	2007-08	2008-09
Beginning Balance	556,180	797,158	322,682	281,163
Revenue	411,928	324,306	179,287	136,685
Expenses	170,950	798,782	220,806	324,158
Ads/Marketing	250	200	2,502	50
Dues/Subscriptions	300	347	694	632
Grants		22,500	18,803	9,614
Insurance Totals	7,677	8,002	7,892	7,480
Licenses/Permits Total	1,000	1,868	1,000	1,000
Meetings	545	947	2,258	4,332
Miscellaneous	1,397	319	851	909
Office	3,962	11,829	4,651	5,062
Postage/Delivery	1,839	1,873	1,680	251
Printing/Reproduction		538	213	-
Professional Services	103,780	122,702	106,640	178,950
Property Maintenance	8,787	33,361	24,785	66,185
Salaries (incl taxes)	39,530	42,266	46,338	47,069
Tome School		550,000		
Utilities Total	1,883	2,030	2,499	2,624
Ending Balance	797,158	322,682	281,163	93,690

GOALS AND CHALLENGES FOR UPCOMING YEAR

Goals

1. Secure funding for W/WW infrastructure
2. Modify the Master Development Agreement
3. Develop Environmental Action Plan
4. Commence Construction
5. Become a Smart Site
6. Improve Security of Tome School
7. Implement maintenance plan for Tome School
8. Identify and secure alternative funding sources

Challenges

1. Environmental Conditions
2. Infrastructure
3. Market Conditions
4. Financial Stability

ACKNOWLEDGEMENTS

- The Cecil County Commissioners, Office of Economic Development and the County's Delegation for their insight and assistance on this project and their support with the many challenges the BDC was faced with this past year.
- Our elected officials of Cecil County and Port Deposit, the support of the Environmental Protection Agency, Maryland's Department's of Environment, and Business and Economic Development Offices for their contributions and assistance.
- The Board expresses its **appreciation to Cecil College** for providing in-kind support to the operations of the BDC.

LIST OF ACRONYMS

APG	Aberdeen Proving Ground
ARGO	ARGO Systems, LLC
BDC	Bainbridge Development Corporation
BRAC	Base Realignment and Closure Act
DBED	Department of Business and Economic Development
DGS	Department of General Services
DNR	Department of Natural Resources
DPW	Department of Public Works
EA	EA Engineering, Science and Technology, Inc.
EPA	Environmental Protection Agency
GPD	Gallons per Day
LSHG	Lower Susquehanna Heritage Greenway
MDA	Master Development Agreement
MDE	Maryland Department of the Environment
MDOT	Maryland Department of Transportation
MEDCO	Maryland Economic Development Corporation
MGD	Million Gallons per Day
MHT	Maryland Historic Trust
MTPM	MTPM, LLC
NAPS	Naval Academy Preparatory School
PRA	Paul Risk Associates
PDWSA	Port Deposit Water and Sewer Authority
RAP	Response Action Plan
TBA	Targeted Brownfields Assessment
TSSA	Tome School Stabilization and Option Agreement
VCP	Voluntary Clean-Up Program
WWTP	Waste Water Treatment Plant
W/WW	Water/Waste Water

Board of Directors
Executive Committee Members

Nelson Bolender, Chair



Norman Gaiter, Vice Chair



William Harrington, Treasurer



Cynthia Rossetti, Asst. Treasurer



Donna Tapley, Secretary



Board Members

Dr. Carl Roberts

Vernon Thompson

Dr. Bob Gell

Joe Brant

James Reynolds



748 Jacob Tome Memorial Hwy
Port Deposit MD 21904

Type address here or use Mail Merge (under Tools) to automatically address
this publication to multiple recipients.